

Hearing Date: October 27, 2005, 10:00 a.m.

Objection Deadline: October 24, 2005, 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF APPLICATION ~~FOR~~ AND ENTRY OF INTERIM ORDER UNDER 11
U.S.C. §§ 327(a) AND 329 AND FED. R. BANKR. P. 2014 AND 2016 ~~(A)(I)~~ AUTHORIZ-
ING EMPLOYMENT AND RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP AND AFFILIATED LAW PRACTICE ENTITIES AFFILIATES AS ATTOR-

NEYS FOR

DEBTORS-IN-POSSESSION AND ~~(B)(II)~~ SCHEDULING FINAL HEARING THEREON

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation
("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the
above-captioned cases, filed the Application for For Order Under 11 U.S.C. §§ 327(a) ~~and~~ And
329 ~~and~~ And Fed. R. Bankr. P. 2014 ~~(a) and~~ And 2016 ~~(A)(I)~~ Authorizing Employment And
Retention of Of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") as And Affiliates As
Attorneys for the For Debtors, and ~~(B)-In-Possession And (II)~~ Scheduling A Final Hearing
Thereon (the "Application").

PLEASE TAKE FURTHER NOTICE that on October ~~11~~ 14, 2005, the United
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
entered an interim order granting the relief requested in the Application, a copy of which is
enclosed herewith.

PLEASE TAKE FURTHER NOTICE that a hearing ("the Hearing") to consider
approval of the Application on a final basis will be held on October 27, 2005, ~~the first omnibus~~
~~hearing date scheduled by the~~ at 10:00 a.m. (Prevailing Eastern Time) before the Honorable
Robert D. Drain, United States Bankruptcy Court ~~(the "Hearing")~~: for the Southern District of
New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application on a final basis must (a) be in writing, ~~must~~ (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, ~~and must~~ (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable ~~Judge~~ Robert D. Drain, ~~United States Bankruptcy Judge~~, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) ~~special employee benefit counsel to the Debtors, Groom Law Chartered, 1701 Pennsylvania Avenue, N.W., Washington D.C. 20006, (Att'n: Lonie A. Hassel),~~ (iv) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), ~~(v)~~ (iv) counsel to for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley), ~~(vi)~~ (v) counsel to for the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), ~~(vii)~~ (vi) counsel to any official committee formed in these cases, ~~(viii)~~ and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York

~~10044~~ 10004 (Att'n: Alicia M. Leonhard), and ~~(ix) the indenture trustee for the Debtors'~~
~~outstanding debt securities, J.P. Morgan Trust Company, N.A., 611 Woodward Avenue,~~
~~Detroit, Michigan 48226 (Att'n: Global Corporate Trustee Services, in each case so as to be~~
~~received~~ no later than **4:00 p.m. (Prevailing Eastern time three days prior to the first**
omnibus hearing date scheduled by the Bankruptcy Court Time) on October 24, 2005
(the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, ~~and that if~~. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Application **without further notice**.

Dated: New York, New York
October 12~~12~~12, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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----- COMPARISON OF FOOTERS -----

-FOOTER 1-

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